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Education

JD, Northwestern University School of Law
BA, Economics & Political Science,
Binghamton University-State University of
New York

Certifications

FINRA Series 7, 79, 63 & 24
New York State Bar

Affiliations

American Bar Association
Kellogg Finance Network Advisory Board

Keith Palzer

Senior Managing Director

Keith is a management consultant and investment banker with more than three decades of financial services experience in industry, law, and government. As a consultant, he leads investigation, litigation, compliance, and risk management projects in the asset management, wealth management, and global markets sectors. In his banking practice, Keith manages the alternative investment management business at Ankura Capital Advisors, LLC, a boutique investment bank.

Keith is an expert in alternative investment fund management and operations across private equity, venture capital, private credit, and hedge fund segments. He has delivered on private fund consulting projects involving numerous industry issues, including fiduciary duty, investor relations and marketing, portfolio management, compliance, conflicts of interest, fees and expenses, and investment/financial controls. Keith routinely investigates and testifies in investment fund litigation proceedings, including civil, criminal, and regulatory enforcement proceedings. He has appeared on behalf of private litigants, regulators (including the SEC), and investors.

In addition to his consulting business, Keith is a principal with Ankura Capital Advisors, LLC – the broker-dealer affiliate of Ankura Consulting – where he provides investment banking and fund due diligence services to institutional investors, investment management, and venture clients. He holds active FINRA supervisory, banking, and securities registrations, and is a FINRA-qualified registered options principal.

Keith's private fund consulting and banking practices build on prior careers in industry and law. Before consulting, he was a senior officer at Merrill Lynch Alternative Investments, Inc., where he was responsible for the firm's proprietary investments in third-party managed funds and leading a \$3 billion hedge fund platform. Before his finance career, he practiced law in-house at Merrill Lynch and with two AmLaw 100 law firms in the private investment fund, asset management, and financial transactions practice groups. Keith began his career as an attorney with the United States Department of the Treasury as one of three "honors attorneys" selected nationwide from U.S. law school graduates.

Expert Testimony

- Liability and damages expert reviewing an algorithmic trading system for the fund manager defendant facing claims of negligence in providing fund portfolio information to market arbitrageurs. *Salsburg et al. v. Invesco Capital Management, LLC* (N.D. Ill. 1:21-CV-06343).
- Damages expert for a middle-market transactional advisor claiming deal fees for breach of contract against an acquirer and a related advisor. *Symphony Investment Partners, Inc. vs. Keeco, LLC and Richard Platt* (S.D.N.Y. 20 Civ. 9892 (GBD)) (affirmative report filed; deposition testimony; trial pending).
- Expert witness for a complex international equity options arbitrage trader claiming retention and profit-sharing payments from, and retaliation by, a market neutral hedge fund. *Confidential Arbitration* (JAMS, 2020) (report filed; hearing testimony).
- Industry standards and practices expert for the U.S. Securities and Exchange Commission seeking industry bar and fee disgorgement against a private equity/venture capital fund manager. *SEC v. Stuart*

Exhibit

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Frost and Frost Management Company, LLC (C.D. Cal. 8:19-cv-01559) (affirmative and rebuttal reports filed; trial pending).

- Liability expert for plaintiffs claiming mismanagement by an “endowment-style” alternative investment fund manager. *Cutler, et al. vs. Echelon Capital, LLC, et al.* (Wash. Super. Ct. 20-2-06880-2 SEA) (notice of appearance; preliminary report filed; trial continued pending receivership proceedings).
- Industry standards expert for private credit fund manager in an ERISA investor dispute that successfully defended against rescission claims regarding illiquid portfolio investments. *Confidential Arbitration* (AAA, 2018) (declaration; hearing testimony).
- Expert on private equity and venture capital investment fund industry practices for plaintiffs alleging negligent audit of private investment funds and related-party transactions. *Grillo, et al. vs. Marcum, LLP, et al.* (Cal. Super. Ct. BC711605 LA) (notice of appearance; deposed).
- Industry standards expert for retired founder of a large multi-strategy alternative investment firm claiming incentive fee profits from management company partnership. *Confidential Arbitration* (International Centre for Dispute Resolution, 2019) (affirmative and rebuttal reports filed; hearing testimony).
- Expert witness for defendant on investment due diligence and supervision practices of the U.S. venture capital fund industry. *NMR e-Tailing LLC v. Oak Investment Partners et al.* (N.Y. Sup. Ct. Index No. 656450/2017) (affirmative and rebuttal reports filed; deposed).
- Rebuttal expert on market trading and dealing standards in Eurobond market. *Atlantica Holdings, Inc. et al. v. BTA Bank, JSC et al.* (S.D.N.Y. 13-CV-5790 (JMF) & 12-CV-8852 (JMF)) (report filed; deposed; case dismissed on summary judgment unrelated to testimony).
- Damages expert for wealth manager alleging breach of non-compete and non-solicitation obligations by a departing financial advisor. *Edelman Financial Services, LLC v. Raymond J. Reibel II and Cary Street Partners Investment Advisory LLC* (FINRA-DR No. 18-03329, Richmond, Virginia) (report filed; hearing testimony).
- Liability and damages expert for wealth manager accused of breaching confidentiality and non-compete obligations by an options-based portfolio manager. *Swan Global Investments, LLC v. Brookstone Capital Management, LLC, et al.* (AAA, Denver, Colorado 2018, Case # 01-16-0004-9434 (phase 2)) (reports filed; arbitration testimony).
- Liability expert for defense regarding investment suitability involving annuity sales to elderly investors. *Ausman v. BancMutual Financial and Insurance Services, Inc.* (2017-CV-98, Cir. Ct. Wis., Eau Claire County, 2017) (report filed; case settled).
- Defense expert on private equity industry standards for a fund manager accused of facilitating insider trading. *U.S. v. Ben Chow* (17 CR 667 (GHW), S.D.N.Y. 2018) (jury trial testimony).
- Expert witness for fund investors involving breach of fiduciary duties and standards of care by a venture capital fund manager. *Frost Capital v. Hollencrest Advisors* (JAMS, Orange County, California 2018) (report filed; deposed; arbitration testimony).
- Liability expert for claimant wealth manager regarding underpayment of advisory fees by an options-based portfolio manager. *Swan Global Investments, LLC v. Brookstone Capital Management, LLC, et al.* (American Arbitration Association, Denver, Colorado 2017, Phase 1, Case # 01-16-0004-9434) (report filed; arbitration testimony).
- Damages expert for broker-dealer claimant in FINRA arbitration involving improper client solicitation. *EuroPacific Capital v. Oppenheimer* (FINRA-DR No. 15-01484, New York, New York, 2018) (affirmative and supplemental reports filed; arbitration testimony).

- Expert witness for defense in California civil jury trial involving allegations of false advertising of arbitration services relating to founding of a private equity fund. *Kinsella v. JAMS et al.*, No. 37-2015-00026133-CU-FR-CIL (Cal. Super. Ct., San Diego, June 2017) (deposed).
- Expert witness for claimant in California civil bench trial regarding family office management and investments. *JBH Ventures et al. v. Lee*, No. CGC-15-546915 (Cal. Super. Ct., San Francisco, May 2017) (deposed; bench trial testimony).
- Expert witness for FINRA in industry-bar proceeding against a financial advisor recommending unsuitable ETF investment strategies to retail clients. *FINRA Division of Enforcement v. Martin* (Disciplinary Proceeding No. 2013035817701 (2017)) (report filed; case settled before hearing).

Consulting and Banking Projects

- Real-Asset Investment Fund Dispute: Subject matter expert in defense of criminal and civil charges against a non-traded investment fund complex regarding fund marketing, capital distribution, and financial management issues.
- Exchange Market-Making and Hedging Case: Trading and governance expert in a disciplinary proceeding involving revocation of market-making permits on a non-U.S. stock exchange.
- Options Day-Trading Investigations: Manager of trading and data analytics for regulatory investigations and investor claims facing a broker-dealer from customer losses from stock options day-trading by an individual broker employee.
- Derivatives Exchange Governance: Project leader for a statistical and trading analysis of the historical development of certain futures and options exchanges in connection with a governance dispute.
- Cryptocurrency Market Investigation: Team leader in a fraud and market manipulation inquiry on behalf of class action plaintiffs suing sponsors of a cryptocurrency ecosystem.
- Wealth Management Compliance Audit (Multiple Engagements): Leader of securities and bank regulatory compliance audits for bank-owned wealth management businesses.
- Trust Administration Due Diligence: Buy-side subject matter expert in operational due diligence for spin-off of \$100 billion trust administration platform.
- SEC Investigation: Team leader on defense consulting team in a pre-Wells regulatory investigation of a broker-dealer trader active in stock-warrant arbitrage trading and dealing.
- Family Office Trading Controls: Compliance consultant in the design and implementation of a capital markets governance and control framework for a public equity trading portfolio of a family office.
- Financial Market Antitrust Analysis (Multiple Engagements): Project leader for litigation consulting teams involved in defending allegations of collusion and other anti-competitive practices in various markets, including credit derivatives, interest rate derivatives, and municipal bonds.
- ETF Sponsorship Dispute: Consulting expert to the founders of an exchange-traded fund manager regarding valuation of fee streams from a suite of commodities funds.
- Private Credit Manager M&A: Sell-side banker for sale of emerging market private, impact-investment fund manager.
- Commercial Banking Compliance Review: Remediated internal audit criticisms of a wholesale bank's regulatory and corporate compliance risk assessment program.



- Alternative Investment Fund Due Diligence (Multiple Engagements): Team leader for cross-border private equity transactional and investment fund due diligence assignments.
- Investment Management Fees: Expert witness for bank claiming investment fraud defense against vulture fund alleging non-payment of investment management fees for alternative investment fund.
- Mutual Fund Investigation: Retained by the independent trustees of mutual fund to investigate substantial losses incurred in the U.S. listed options market and present findings regarding market risk to the SEC's enforcement division.
- Managed Futures Advisor M&A: Sell-side advisory mandate for multi-strategy hedge fund manager.
- Commodities Market Compliance: Project leader in design and implementation of a market compliance program for an international precious metals dealer in the over-the-counter and futures markets.
- Private Credit Manager Regulatory Compliance: Compliance and business review of new investment allocation policy and procedure for manager undergoing SEC investigation for compliance issues.
- Structured Products Criminal Investigation: Market consultant and report author in a non-U.S. criminal inquiry into sales of equity derivatives products to pension investors by an institutional broker.
- Registered Investment Adviser Compliance: Consultant to a large asset management firm, conducting a senior management workshop on private fund SEC compliance risk.
- Venture Capital Fiduciary Investment Management: Consulting expert for claimants in California state law arbitration against a venture capital fund manager for investment fraud and improper governance.
- Failed Hedge Fund Investigation: Lead investigator into a hedge fund collapse for a large bank fund administrator and custodian.
- Wealth Management Dispute: Expert witness on behalf of a wealth management firm in a FINRA mediation involving a high-net-worth investor alleging improper portfolio management and asset allocation of stocks, bonds, hedge funds, and mutual funds.
- SEC Bond Trading Investigation: Consultant to hedge fund subject to an SEC enforcement investigation of illiquid bond trading in client accounts.
- Bank Conglomerate Compliance Risk Assessment: Team leader in the design and implementation of a bank compliance risk assessment program for the U.S. operations of a large, complex foreign bank.
- Structured Finance Dispute: Consulting expert for the defense of a bond trustee in \$1 billion claim of improper indenture monitoring and compliance.
- SEC ETF Investigation: Consulting expert for an asset manager subject to an SEC investigation alleging improper disclosure, valuation, and performance reporting for a newly launched ETF.
- Trust Bank Operational Risk Management: Team leader for independent validation of trust department risk remediation project involving mortgage-backed securities.

**Professional Experience**

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| Senior Managing Director, Ankura Consulting Group, LLC | 2018 – Present |
| Senior Managing Director, Ankura Capital Advisors, LLC | |
| Director, Navigant Consulting, Inc. | 2014 – 2018 |
| Independent Strategy & Compliance Consultant | 2013 – 2014 |
| Senior Manager, Merrill Lynch Alternative Investments, Inc., Bank of America Corporation | 2008 – 2013 |
| Investment Banker, Merrill Lynch & Co., Inc. | 2001 – 2008 |
| Senior Counsel, Merrill Lynch & Co., Inc. | 1997 – 2001 |
| Associate Attorney, Mayer Brown & Platt | 1996 – 1997 |
| Associate Attorney, Morrison & Foerster | 1994 – 1996 |
| Attorney-Advisor, United States Department of the Treasury | 1988 – 1993 |